

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
(DALLAS DIVISION)**

UNITED STATES OF AMERICA, and the
STATE OF TEXAS,

Plaintiffs,

v.

AETNA INC., and
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA,

Defendants.

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) Civil Action No.:
) 3-99CV1398-H

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) Filed:
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STIPULATION FOR ENTRY OF PROPOSED REVISED FINAL JUDGMENT

It is stipulated by and between the undersigned parties, by their respective attorneys, as follows:

(1) This Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue is proper in this Court.

(2) The proposed Revised Final Judgment attached hereto may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the plaintiffs have not withdrawn their consent, which they may do at any time before entry of the proposed Revised Final Judgment by serving notice thereof on all other parties and by filing that notice with the Court.

(3) Defendants shall abide by and comply with the provisions of the proposed Revised Final Judgment pending entry of the Revised Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Revised Final Judgment, and shall, from the date of the signing of this Stipulation, comply with all the terms and provisions of the proposed Revised Final Judgment as though the same were in full force and effect as an order of the Court.

(4) This Stipulation shall apply with equal force and effect to any amended proposed Revised Final Judgment agreed upon in writing by the parties and submitted to the Court.

(5) In the event the plaintiffs withdraw their consent, as provided in paragraph (2) above, or in the event that the Court declines to enter the proposed Revised Final Judgment pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Revised Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Revised Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

(6) Defendants represent that the divestitures ordered in the proposed Revised Final Judgment can and will be made, and that defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Dated: August 3, 1999

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

_____/S/
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FOR PLAINTIFF
STATE OF TEXAS

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AETNA INC.

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